

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

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Stark et al.,

Civ. No. 0:25-cv-01980-PJS-DJF

*Plaintiffs,*

v.

MT Construction LLC et al.,

**DEFENDANTS' ANSWER TO  
PLAINTIFFS' COMPLAINT AND  
NOTICE OF THIRD-PARTY CLAIM**

*Defendants.*

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For their Answer to Complaint brought against them by Plaintiffs Stark et al.

(collectively, “**Plaintiffs**”), Defendants MT Construction LLC, Elisa S. Torres, and Juan Jorge Martinez (collectively, “**Defendants**”) state and allege as follows:

1. Denying all claims and statements in Plaintiffs’ Complaint except as specifically admitted, explained, or qualified in this Answer. References to paragraph numbers in this Answer will be to the paragraph numbers in Plaintiffs’ Complaint.
2. Admitting paragraphs 4, 5, 6, 10, 11, and 25 of Plaintiffs’ Complaint.
3. Denying paragraphs 13, 14, 26, 27, 28, 29, 30, 31, 33, 34, 35, and the entire Prayer for Relief of the Complaint, and putting Plaintiffs to their strictest proof thereof.
4. Defendants are without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations about Plaintiffs’ addresses as stated in paragraphs 1, 2, and 3 of the Complaint, and therefore deny the same and put Plaintiffs to their strictest proof thereof.

5. As to paragraphs 9, 24, and 32, Defendants incorporate by reference their answers to the paragraphs or pleadings Plaintiffs re-alleged and incorporated by reference.
6. Paragraphs 2, 7, 8, 12, 15, 16, 17, 18, 19, 20, 21, 22, and 23 state a legal conclusion or analysis that requires no answer and is therefore denied.

### **AFFIRMATIVE DEFENSES**

Defendants assert the following affirmative defenses:

7. Plaintiffs' claims are barred by the equitable doctrines of unclean hands, justification, and prevention of performance after Wilson McShane Corporation did not provide Defendants the necessary information and documentation that would have allowed Defendants to get in compliance.
8. Plaintiffs' claims are barred because, through Wilson McShane Corporation, they breached the implied covenant of good faith and fair dealing for not providing Defendants the necessary information and documentation that would have allowed Defendants to get in compliance.
9. Plaintiffs' claims are barred because Defendants substantially complied with their legal obligations under the circumstances. Plaintiffs, via Wilson McShane, set up Defendants to fail and now want to profit from them.
10. Plaintiffs' claims are barred because they did not provide Defendants a proper notice of breach, and for failure of condition precedent.
11. Plaintiffs' claims are barred because they failed to mitigate damages. Plaintiffs are not entitled to any relief after setting up Defendants for failure.

12. Plaintiffs' Complaint fails to state a claim upon which relief can be granted as to Defendants Elisa S. Torres and Juan Jorge Martínez, individually.
13. Defendants reserve the right to add additional affirmative defenses.

### **THIRD-PARTY PRACTICE**

14. Wilson-McShane Corporation ("Wilson-McShane") is liable in whole or in part for the claims Plaintiffs have brought against Defendants.
15. Therefore, under Fed. R. Civ. P. 14(a), Defendants reserve the right to serve a Third-Party Summons and Complaint on Wilson-McShane. This is because, but for Wilson-McShane's negligent conduct and omissions, Plaintiffs would not have brought claims against Defendants.
16. Therefore, Wilson-McShane is liable for the damages caused by its conduct.

### **PRAYER FOR RELIEF**

Defendants demand judgment with the following relief:

- 1- Dismiss Plaintiffs' Complaint in its entirety;
- 2- Deny Plaintiffs' requested relief and enter judgment for Defendants on Plaintiffs' Complaint;
- 3- Award Defendants' applicable costs, disbursements, and reasonable attorney's fees.

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Dated: 05/29/2025

/s/ Inti Martínez-Alemán

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